

EISENBERG WARREN

Form 4

May 14, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EISENBERG WARREN

(Last) (First) (Middle)

C/O BED BATH & BEYOND  
INC., 650 LIBERTY AVENUE

(Street)

UNION, NJ 07083

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
BED BATH & BEYOND INC  
[BBBY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/10/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Co-Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/10/2013                              |                                                             | F                                       | 6,376<br>(1)                                                            | D \$<br>69.775                                                                                                     | 730,236 (2)                                                             | D                                                                 |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/10/2013                              |                                                             | A                                       | 21,498<br>(3)                                                           | A \$ 0                                                                                                             | 751,734 (2)                                                             | D                                                                 |
|                                                      | 05/11/2013                              |                                                             | F                                       |                                                                         | D                                                                                                                  | 744,413 (2)                                                             | D                                                                 |

Edgar Filing: EISENBERG WARREN - Form 4

|                                                      |            |   |  |              |    |              |               |                                  |
|------------------------------------------------------|------------|---|--|--------------|----|--------------|---------------|----------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |  | 7,321<br>(1) | \$ | 69.775       |               |                                  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 05/12/2013 | F |  | 6,311<br>(1) | D  | \$<br>69.775 | 738,102 (2)   | D                                |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |  |              |    |              | 1,129,485 (4) | I By Trusts                      |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |  |              |    |              | 500,000 (5)   | I By<br>Charitable<br>Foundation |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |   |  |              |    |              | 669,068 (6)   | I By Spouse                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Employee<br>Stock                                   | \$ 69.775                                                          | 05/10/2013                              |                                                             | A                                    | 22,442                                                                                                       | (7) 05/10/2021                                                 | Common<br>Stock 22,442                                              |

Option  
(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |             |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                         | Director      | 10% Owner | Officer     | Other |
| EISENBERG WARREN<br>C/O BED BATH & BEYOND INC.<br>650 LIBERTY AVENUE<br>UNION, NJ 07083 | X             |           | Co-Chairman |       |

## Signatures

/s/ Ori Solomon -  
Attorney-in-Fact

05/14/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents the surrender of shares to the Company to satisfy Mr. Eisenberg's tax withholding obligation upon the vesting of shares of restricted stock previously granted to Mr. Eisenberg.  
Does not include shares (i) owned by Mr. Eisenberg's four children (who do not share the same home as Mr. Eisenberg) and shares
- (2) exercisable by one of Mr. Eisenberg's children pursuant to stock options, and (ii) held by a trust of which Mr. Eisenberg is co-trustee and over which Mr. Eisenberg has investment control and no pecuniary interest. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (3) Grant of restricted stock, with vesting subject to (i) the Company's achievement of a performance-based test for the fiscal year of grant, and (ii) time vesting.
- (4) Represents shares held by trusts for the benefit of Mr. Eisenberg and his family members.
- (5) Represents shares held by a charitable foundation of which Mr. Eisenberg and his family members are trustees and officers. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (6) Represents shares held by Maxine Eisenberg, Mr. Eisenberg's spouse. Mr. Eisenberg disclaims beneficial ownership of such shares.
- (7) The Employee Stock Option is exercisable in three (3) equal annual installments commencing on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.